

APPROVED BY COMMITTEE 6/9/21

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Robert S. Corn
Peter G. Decker, III
Lisa B. Smith

Austin Agho
Alonzo Brandon
Dan Genard

0:01 a.m.

APPROVAL OF MINUTES

Upon motion by Ms. Kempfer, the minutes of the meeting held on April 22, 2021, were approved by the committee.
(Ayes: Allmond, Bradley, Corn, Decker, Dickeski, Kemper; Nays: None).

DISCUSSION ON DEVELOPMENT OF A PROCESS FOR REVIEWING PROPOSED NAMES

Ms. Kemper expressed her appreciation for the willingness of the committee members to lead in

SACSCOC reaccreditation. She noted the need for the Committee to approve one additional change for approval by the Board in June that is a SACSCOC requirement and relates to what constitutes a quorum for the Executive Committee. The proposal is to change the quorum from three members to a majority of the members. Following a brief discussion, the word "present" was removed. The Committee agreed to this change and will include it in the vote that is taken following the review of the best practices revisions.

The Committee then reviewed the proposed revisions that reflect AGB best practices, current practices of ODU's Board or the practices of other Boards. The Committee agreed that Board Policy 1107 would be expanded regarding Board meeting scheduling rather than including it in the Bylaws and Ms. Meeks said that she'd draft proposed revisions for the Committee to review at a future meeting.

PROPOSED REVISIONS TO BOARD POLICIES 1101 AND 1301

The committee reviewed the proposed revisions to Policy 1101, which includes specific language regarding the review of Board policies and procedures and updated Code citations. Upon a motion by Ms. Smith and seconded by Ms. Allmond, the Committee approved the proposed revisions by roll-call vote (*Ayes: Allmond, Bradley, Corn, Decker, Dickeski, Kemper, Smith; Nays: None*).

Mr. Wright explained that the revisions to Policy 1301, University Governance, were to note the various groups from which the Board may take advice, including the President's Cabinet, Provost's Council and Dean's Council, in addition to the Student Government Association and the Faculty Senate that were already included. He noted that he had reviewed best practices and looked at governance policies from other universities in developing the policy. Upon a motion made by Mr. Corn and seconded by Ms. Smith, the Committee approved the proposed revisions by roll-call vote (*Ayes: Allmond, Bradley, Corn, Decker, Dickeski, Kemper, Smith; Nays: None*).

REVIEW OF PROPOSED NEW BOARD CONFLICT OF INTERESTS POLICY

Ms. Meeks noted that SACSCOC requires the Board to have its own conflict of interests policy. The proposed draft policy was shared with Mr. Wright and Ms. Skaggs. It outlines a Board member's obligation to disclose if they have a conflict of interest, to report through the annual filing of the financial disclosure statement, and to participate in mandatory training. A section is also included that notes the assistance provided by the university administration to the Board in meeting these obligations, including review of financial disclosure statements by University Counsel and providing board members a list of vendors that do business with the University.

In response to a question, Mr. Wright said that a board member could possibly be removed by the Governor for failure to file the required financial disclosure form or take the mandatory training. Ms. Meeks added that she frequently follows up with board members who have not filed the financial disclosure statement and she is responsible for maintaining records of board members' participation in the conflict of interest training provided by the Ethics Council.

Following discussion, upon a motion made by Ms. Allmond and seconded by Mr. Decker, the Committee approved the proposed new policy by roll-call vote (*Ayes: Allmond, Bradley, Corn, Decker, Dickeski, Kemper, Smith; Nays: None*).

REVIEW UNIVERSITY COUNSEL'S RECOMMENDATIONS ON BOARD-LEVEL POLICIES

Ms. Meeks provided background on the review of Board policies that have taken place to date, noting that she Ms. Smith and Ms. Skaggs reviewed the list and suggested what they believed to be policies that needed to remain at the Board level. University Counsel was then asked to review the list for their input. The spreadsheet notes Counsel's feedback. Counsel recommends that a number of academic policies that are already in the Faculty Handbook, may not need to be board-level policies, but may need the consent of the Faculty Senate. Mr. Wright added that many of the academic policies are approved by the President and do not involve Board approval, thus his recommendation to remove them as a Board policy. He reiterated, however, that he is not

recommending that they cease to be a policy but need to exist at another level. In keeping with the Board's governance policy, he recommends that since faculty would be affected by these changes, the Faculty Senate should be consulted. He consulted with Vice President DuBois about several of the financial policies recommended for removal as a Board policy, and he has no objection.

Ms. Smith asked why some of these policies were approved at the Board level in the first place. Although most of them were added as Board policies before his time at the University, Mr. Wright said that there may have been a time when it made sense to be at the Board level or were required by the State or Federal government.

Following a discussion on Board Policy 1407, Guidelines for Named Professorships, and how or if that is under the purview of the Board's naming policy, Committee members concurred that they may need a better understanding of this and other Board policies. Each of the policies are available in OneDrive for the committee members to review and are linked to the spreadsheet. Mr. Wright also mentioned that the Faculty Senate is on hiatus during the summer months so the Committee would have time to consider the academic policies before requesting their input when they begin meeting in September. Further discussion was tabled until the next meeting.

Before adjourning the meeting, the Chair noted that the next regular scheduled meeting of the committee is on June 9. She asked Ms. Meeks to schedule a one hour meeting with the Provost as soon as possible for the purpose of receiving a briefing on the university's naming task force.

With no further business to discuss, the meeting was adjourned at 11:58 a.m.